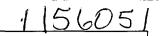


FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



OMB APPROVAL

OMB Number: 3235-0076 Expires: May 31, 2005 Estimated average burden hours per response . . . 1.00

SEC USE ONLY				
Prefix	Serial			
DATE	RECEIVED			
] [

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.) ADMC Absolute Return Strategies, L.P. (the "Issuer")						
				T D 1 500		
Filing Under (Check box(es)	tnat apply):	☐ Rule 504	☐ Rule 505	🛛 Rule 506	☐ Section 4(6)	☐ ULOE
Type of Filing:	□ New Filing	⊠ Aı	mendment			DDOCE COMMENT
		A. BAS	SIC IDENTIFICATIO	N DATA		PROOF
1. Enter the informati	on requested abo	out the issuer			î	JUN 1 7 2003
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) ADMC Absolute Return Strategies, L.P.						
Address of Executive Offices (Number and Street, City, State, Zip Code) 50 Main Street, 3 rd Floor, White Plains, New York 10606 Telephone Number (Including Area Code) (203) 775-9208						luding Area Code)
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Same as above Telephone Number (Including Area Code)					luding Area Code)	
Brief Description of Busines To invest primarily in a co		ong and short St	andard & Poor's ("	'S&P") 500 index	options.	
Type of Business Organizati □ corporation □ business trust	ion		artnership, already fo artnership, to be forn		other (please spec	ify):
Actual or Estimated Date of	Incorporation or (Organization:	Month Yea 05 20	ar 01 🖾 Actual	☐ Estimated	C. To T
Jurisdiction of Incorporation	or Organization:		r U.S. Postal Servic ; FN for other foreig		State: DE	

GENERAL INSTRUCTIONS

03023419

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, it received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

	BASIC IDEN I	IFICATION DATA		
 Enter the information requested for the Each promoter of the issuer, if the Each beneficial owner having the pof the issuer; Each executive officer and director Each general and managing partner 	issuer has been organized wower to vote or dispose, or defect of corporate issuers and other corporate	irect the vote or disposition o		
Check Box(es) that Apply: 🖾 Promoter	☐ Beneficial Owner	□ Executive Officer	☐ Director	☑ General and/or Managing Partner
Full Name (Last name first, if individual) Acorn Derivatives Management Corp. (the "General Partner")			
Business or Residence Address (Number 50 Main Street, 3 rd Floor, White Plains,	ber and Street, City, State, Zi	p Code)		
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General Partner of the General Partner
Full Name (Last name first, if individual) Melvin, William O., Jr.				
Business or Residence Address (Numl c/o Acorn Derivatives Management Cor	ber and Street, City, State, Zi rp., 50 Main Street, 3 rd Flo	p Code) or, White Plains, New Yor	k 10606	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Boyle, Roberta G.				
Business or Residence Address (Numl c/o Acorn Derivatives Management Cor	ber and Street, City, State, Zirp., 50 Main Street, 3 rd Flo	p Code) or, White Plains, New Yor	k 10606	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual) Greeley, Andrew	To Page 2			A Company of the Comp
Business or Residence Address (Number of Acorn Derivatives Management Control of Acord Derivative Mana	ber and Street, City, State, Zi rp., 50 Main Street, 3 rd Flo	p Code) or, White Plains, New Yor	k 10606	
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Numl	ber and Street, City, State, Zi	p Code)		· · · · · · · · · · · · · · · · · · ·
Check Box(es) that Apply: ☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				
Business or Residence Address (Num	ber and Street, City, State, Z	p Code)		

-		· · · · · · · · · · · · · · · · · · ·		B. IN	FORMAT	ION ABO	UT OFFE	RING				- 11 - 12-11
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							Yes	No				
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								□ \$1,000	区 3.000*			
		*(Subject	to the disc	cretion of	the Genera	al Partner t	to lower su	ich amour	ıt.)		<u></u>	
3. Does	s the offerin	g permit joi	int ownersh	ip of a sing	gle unit?	•••••					Yes 🗵	No □
comi offer and/ asso	mission or ing. If a pe or with a st ociated pers	similar renerson to be ate or state or state on such	nuneration listed is a es, list the n a broker o	for solicita n associat name of the	ation of pu ed person ne broker o	rchasers in or agent o or dealer.	n connection of a broker of more that	on with sa or dealer r in five (5) p	les of second egistered values persons to	ndirectly, any urities in the vith the SEC be listed are ler only.	:	
	ne (Last nar	ne first, if i	individual)									
Not Appli	icable s or Reside	noo Addro	oo (Numbo	r and Stra	ot City S	toto Zin C	odo)					
Dusiness	s or Reside	rice Addre	ss (Numbe	and Sire	et, City, S	iale, zip C	oue)					
Name of	Associated	d Broker o	r Dealer									
States in	Which Pe	rson Listed	Has Solid	ited or Int	ends to Sc	licit Purch	asers	*				
	(Check "All				•							l States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Full Nam	ne (Last nar	me first, if	individual)					·		·. ·		
Desires	D1-1-	A dalah	/3 l l		-1 0:1- 0							
Business	s or Reside	nce Addre	ss (Numbe	er and Stre	et, City, S	tate, Zip C	ode)					
Name of	Associated	d Broker o	r Dealer			- 101						
States in	Which Pe	rson Listed	Has Solid	ited or Int	ends to Sc	licit Purch	asers					-
	(Check "All	States" or	check ind	ividual Sta	ates)						□ Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
[RI]	[sc]	[SD]	[NT]	[ΤΧ]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Nam	ne (Last nai	me first, if	individual)				-					
Rusiness	s or Reside	nce Addre	ee (Numbe	ar and Stre	ot City S	tate Zin C	ode)					
Dusines	s or Reside	nce Addre	55 (Nullibe	and Sue	et, City, S	iale, Zip C	oue)					
Name of	Associated	d Broker o	r Dealer						<u>-</u> _			
	Which Pe					licit Purch	asers					
	(Check "All				•		יחבי	(D.0)	(=:)	10.43		States
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [Mi] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security	Aggregate	Amount
		Offering Price	Already Sold
	Debt	\$	\$ <u> </u>
	Equity:	\$	\$0
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants):	\$	\$
	Partnership Interests	\$ <u>1,000,000,000(a)</u>	\$ <u>33,589,760</u>
	Other (Specify)	\$	\$0
	Total	\$ <u>1,000,000,000(a)</u>	\$ <u>33,589,760</u>
	Answer also in Appendix, Column 4, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	20	\$ <u>33,589,760</u>
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	N/A	\$ <u>N/A</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of	Dollar Amount
		Security	Sold
	Rule 505	N/A	\$0
	Regulation A	<u>N/A</u>	\$0
	Rule 504	<u>N/A</u>	\$0
	Total	<u>N/A</u>	\$0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately).	XI XI XI XI XI XI XI	\$ 0 \$ 2,500 \$ 35,000 \$ 7,500 \$ 0 \$ 0
	Other Expenses (identify: Filing fees)	×	\$ 5,000
	Total	X	\$ 50,000

(a) Open-ended fund; estimated maximum aggregate offering amount.

C. OFFERING PRICE	CE, NUMBER (OF INVESTORS	, EXPENSES AND	USE OF PROCEED	S

 b. Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 999,950,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes below. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjustment gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments Officers Directors Affiliate	s, s, &			Payments to Others
Salaries and fees	\boxtimes	\$	<u>o</u>	\boxtimes	\$	<u>o</u>
Purchase of real estate	X	\$	<u>0</u>	X	\$	<u>0</u>
Purchase, rental or leasing and installation of machinery and equipment	X	\$	<u>0</u>	X	\$	<u>o</u>
Construction or leasing of plant buildings and facilities	\boxtimes	\$	<u>0</u>	X	\$	<u>o</u>
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	×	\$	<u>0</u>	×	\$	<u>0</u>
Repayment of indebtedness	X	\$	<u>0</u>	X	\$	<u>o</u>
Working capital	X	\$	<u>0</u>	X	\$	<u>0</u>
Other (specify): Portfolio Investments	X	\$	<u>0</u>	X	\$	999,950,000
Column Totals	X	\$	<u>0</u>	X	\$	999,950,000
Total Payments Listed (column totals added)	\mathbf{x}	⊠ \$ <u>999,950,000</u>			<u>00</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) ADMC Absolute Return Strategies, L.P.	Signature Municipal Signature	Date 6 - 06 - 03
Name (Print or Type) William O. Melvin, Jr.	Title of Signer (Print or Type) president of the General Partner	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)